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CSC 45

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
AVENTIS CROPSCIENCE USA INC.

Under Section 805 of the Business Corporation Law

1. The name of the Corporation is:

AVENTIS CROPSCIENCE USA INC.

2. The Certificate of Incorporation was filed by
the Department of State on the 26th day of March
1948 under the original name of RHODIA INC.

3. The Certificate of Incorporation is hereby amended
to change the corporation's name.


Paragraph One of the Certificate of Incorporation
is amended to read as follows:

" 1. The name of the corporation is:

BAYER CROPSCIENCE INC. "

/

4. This amendment to the Certificate of Incorporation was authorized by a vote of the Board of Directors followed by a vote of the holders of a majority of all outstanding shares entitled to vote thereon at a meeting duly held of the shareholders of the corporation.


Mahalingam Ramesh, President

F020920000690

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CERTIFICATE OF AMENDMENT

OF

AVENTIS CROPSCIENCE USA INC.

Under Section 805 of the Business Corporation Law

Filer:

Aventis Cropscience USA LP
2 Tw Alexander Drive
Rtp, NC 27709
747002/sal

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STATE OF NEW YORK
DEPARTMENT OF STATE

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New York

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